

Gupta Ashwini
Form 4
May 07, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gupta Ashwini

(Last) (First) (Middle)

3 WORLD FINANCIAL
CENTER, 200 VESEY ST.,
AMERICAN EXPRESS TOWER

(Street)

NEW YORK, NY 10285

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AMERICAN EXPRESS CO [AXP]

3. Date of Earliest Transaction
(Month/Day/Year)

05/03/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres-Risk/Info Mgmt/Banking Gp

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/03/2012		M		71,971 A \$ 29.239	143,668	D
Common Stock	05/03/2012		M		19,421 A \$ 39.876	163,089	D
Common Stock	05/03/2012		M		51,408 A \$ 39.907	214,497	D
Common Stock	05/03/2012		M		142,800 A \$ 43.977	357,297	D
Common Stock	05/03/2012		S ⁽¹⁾		258,177 D \$ 60.9001	99,120	D

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(2)

Common Stock	18,253 ⁽³⁾	I	by 401(k) Trust
Common Stock	1,060	I	by family trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Underlying Security
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount of Underlying Security
Employee Stock Option (Right to Buy)	\$ 29.239	05/03/2012		M	71,971	01/27/2004 ⁽⁴⁾ 01/26/2013	Common Stock	71
Employee Stock Option (Right to Buy)	\$ 39.876	05/03/2012		M	19,421	07/28/2004 ⁽⁴⁾ 07/27/2013	Common Stock	19
Employee Stock Option (Right to Buy)	\$ 39.907	05/03/2012		M	51,408	10/01/2004 ⁽⁴⁾ 09/30/2013	Common Stock	51
Employee Stock Option (Right to Buy)	\$ 43.977	05/03/2012		M	142,800	01/26/2005 ⁽⁴⁾ 01/25/2014	Common Stock	142

